

13249-B  
13249-C

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD  
ALBERT H. GREENE  
CARL C. DAVIS\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE  
MILTON C. GRACE\*  
GEORGE JOHN KETO\*\*  
RICHARD N. BAGENSTOS

\* NOT A MEMBER OF D.C. BAR  
\*\* ALSO A MEMBER OF OHIO BAR

LAW OFFICES  
ALVORD AND ALVORD

200 WORLD CENTER BUILDING  
918 SIXTEENTH STREET, N.W.  
WASHINGTON, D. C.  
20006-2973

13249-B  
JESS LARSON  
JOHN L. INGOLDSBY  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEPHONE  
AREA CODE 202  
393-2266

TELEX

440367 A AND A WSH (INTERNATIONAL)  
440348 CDAA UI (INTERNATIONAL)  
892482 A AND A WSH (DOMESTIC)

April 6, 1982

RECORDATION NO. 13249-C

APR 6 1982-2 15 PM

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20235

Dear Madam:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303 are three fully executed original copies of Amendment No. 2 to Railroad Equipment Lease dated as of October 9, 1981 and fully executed original and one xerox copy of Partial Release Agreement dated as of March 15, 1982 ("Documents").

The Documents are in the class of a "secondary document" as that term is defined in 49 C.F.R. §1116.1(b) and modify a Railroad Equipment Lease dated as of April 15, 1981, as amended by Amendment No. 1 to Railroad Equipment Lease dated as of September 25, 1981, which were duly filed and recorded at 10:50 a.m. on September 30, 1981 and assigned Recordation Numbers 13249 and 13249-A, respectively.

A general description of the railroad equipment covered by the Railroad Equipment Lease dated as of April 15, 1981, as amended by Amendment Numbers 1 and 2, dated as of September 25, 1981 and October 9, 1981, respectively and subject to Partial Release dated as of March 15, 1982 is:

Six (6) 100-ton roller bearing 33,500 gallon non-coiled tank cars (DOT 105 A400W) bearing reporting mark and numbers LEYX 605, 608, 609, 614, 615 and 616.

2-096A123

No. APR 6 1982  
Date .....  
Fee \$ 20.00

ICC V. Washington, D.C.

*C. J. Karpul*

APR 6 2 02 PM '82

Ms. Agatha L. Mergenovich  
Secretary  
Interstate Commerce Commission  
April 6, 1982  
Page Two

The names and addresses of the parties to the Documents are:

Lessor: ITT Industrial Credit Company  
P.O. Box 43777  
1400 North Central Life Tower  
St. Paul, Minnesota 55164

Lessee: Wanda Petroleum Company  
P.O. Box 53120  
Houston, Texas 77052

The undersigned is agent for the Lessor for the purpose of submitting the Documents for recordation and has knowledge of the matters set forth therein.

Please return the copies of the Documents not needed for recordation purposes to the undersigned or the bearer hereof.

Also enclosed is a remittance in the amount of \$20.00 in payment of the required recordation fees.

Very truly yours,

ALVORD AND ALVORD

By Charles T. Kappler  
Charles T. Kappler

PARTIAL RELEASE AGREEMENT 1982-2 15 PM

INTERSTATE COMMERCE COMMISSION

Partial Release Agreement dated as of March 15, 1982, by and between Wanda Petroleum Company, a Texas corporation, hereinafter referred to as "Wanda", and ITT Industrial Credit Company, a Nevada corporation, hereinafter referred to as "ICC".

WHEREAS, Wanda and ICC entered into a Railroad Equipment Lease dated as of April 15, 1981, hereinafter referred to as the "Lease", whereby Wanda agreed to lease thirty-nine (39) 100 Ton Roller Bearing DOT 105 A400W, 33,500 gallon non-coiled tank cars, hereinafter referred to individually as the "Unit of Equipment", from ICC; and

WHEREAS, Wanda and ICC entered into a Purchase Order Assignment dated as of April 15, 1981 (the "Assignment"), whereby Wanda assigned its rights to purchase the Equipment under its Purchase Order with ACF Industries, Incorporated to ICC; and

WHEREAS, the Assignment by its terms expired on December 31, 1981 (the "Expiration Date"); and

WHEREAS, as of the Expiration Date, six (6) of the thirty-nine (39) Units of Equipment had been delivered to and accepted by Wanda and ICC under the terms and conditions of the Lease; and

WHEREAS, although twenty (20) of the thirty-nine (39) Units of Equipment (the "Twenty Units"), were delivered to Wanda prior to the Expiration Date, the Twenty Units were not accepted by Wanda and ICC under the terms and conditions of the Lease.

NOW THEREFORE, in consideration of the premises and covenants herein contained, Wanda and ICC agree as follows:

1. The following six (6) Units of Equipment are subject to the terms and conditions of the Lease:

LEYX 605	LEYX 614
LEYX 608	LEYX 615
LEYX 609	LEYX 616

2. ICC releases all of its right, title and interest, if any, in the Twenty Units which contain the following registration numbers:

LEYX 621	LEYX 648
LEYX 623	LEYX 653
LEYX 626	LEYX 655
LEYX 627	LEYX 657
LEYX 636	LEYX 658
LEYX 639	LEYX 659
LEYX 640	LEYX 662
LEYX 641	LEYX 663
LEYX 646	LEYX 669
LEYX 647	LEYX 674

3. ICC disclaims any right to any tax benefits, credits or deductions on the Twenty Units available to an owner of property under the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed by their respective officers hereunto duly authorized.

(Corporate Seal)

Attest:

*Harold B. Lee*  
Secretary  
(Corporate Seal)

WANDA PETROLEUM COMPANY

By:

Its:

*John D. Melcher*  
Sr. Vice President

ITT INDUSTRIAL CREDIT COMPANY

By:

Its:

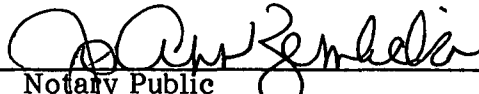
*W. J. Harrison*  
Vice President

Attest:

*John F. Kelly*  
JFK

STATE OF TEXAS )  
 ) SS.  
COUNTY OF HARRIS )

On this 1st day of APRIL, 1982, before me personally appeared JOHN V. MELCHER, to me personally known, who, being by me duly sworn, says that he/she is a SENIOR VICE PRESIDENT of WANDA PETROLEUM COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

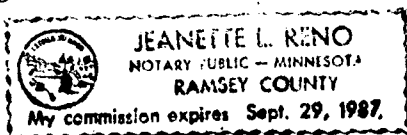
  
Notary Public


(Notarial Seal)

My Commission expires 8-18-85

STATE OF MINNESOTA )  
 ) SS.  
COUNTY OF RAMSEY )

On this 15<sup>th</sup> day of March, 1982, before me personally appeared Michael J. Hankey, to me personally known, who, being by me duly sworn, says that he is an authorized officer of ITT INDUSTRIAL CREDIT COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



  
Notary Public

(Notarial Seal)

My Commission expires